

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW JERSEY

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GARDEN STATE EQUITIES INC.;	:
COLONNADES TOWER ASSOCIATES, L.P.;	:
OAKWOOD REALTY CO., LLC; GLASS	:
TOWER ASSOCIATES, L.P.;	:
and AHRON KIRZNER,	:
	:
Plaintiffs-Counterclaim Defendants,	:
	:
v.	:
	:
DEANE EARL ROSS; STONEPINE, INC.;	:
WILSHIRE INVESTMENTS CORP.;	:
FD WORTH, L.P.; ASSOCIATED FINANCIAL	:
CORP.; and YORKSHIRE INVESTMENTS, LLC,	:
	:
Defendants-Counterclaim Plaintiffs.	:
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**PROPOSED ORDER**

The Court has reviewed the Stipulation of Dismissal submitted by the parties, and the terms and conditions of the Settlement Agreement attached to, and incorporated in, this Order. Good cause appearing,

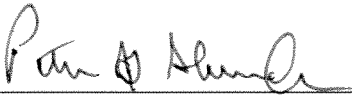
**IT IS ORDERED** that:

1. The Court's prior order dismissing this action with leave to reopen if settlement is not consummated is vacated.
2. This action, including all claims and counterclaims, is dismissed with prejudice.
3. The dismissal is expressly conditioned on the terms and conditions of the Settlement Agreement attached to this Order.

4. The Court retains exclusive jurisdiction of this matter for the purposes of taking any action needed to enforce the terms of the attached Settlement Agreement.

5. Each party is to bear its own fees and costs.

Dated: December 2, 2008

  
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Peter G. Sheridan, U.S.D.J.

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**STIPULATION OF DISMISSAL**

The parties have entered into a settlement agreement and, by their undersigned counsel, hereby stipulate to and request the dismissal of this action in accordance with the terms of the annexed Proposed Order.

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12/1/08

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